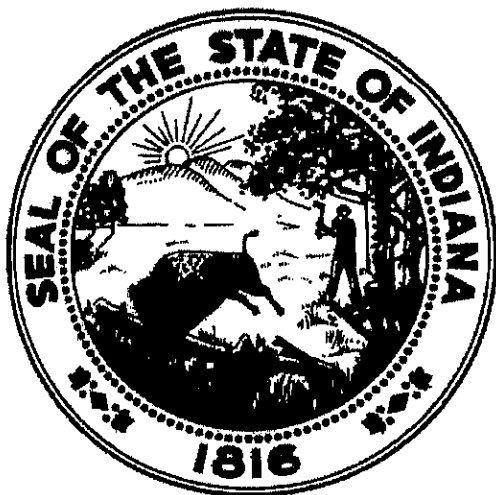


**State of Indiana
Office of the Secretary of State**

**CERTIFICATE OF DISSOLUTION
of
CONSECO, INC.**

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Dissolution of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

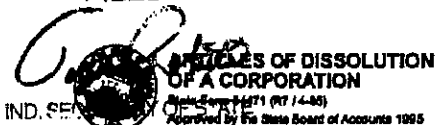
NOW, THEREFORE, with this document I certify that said transaction will become effective Wednesday, November 19, 2003.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, November 19, 2003.

A handwritten signature in black ink, reading "Todd Rokita". The signature is fluid and cursive, with the first name "Todd" and last name "Rokita" clearly distinguishable.

TODD ROKITA,
SECRETARY OF STATE

APPROVED
AND
FILED

TODD ROKITA
SECRETARY OF STATE
CORPORATIONS DIVISION
322 W. Washington St., Rm. 8218
Indianapolis, IN 46204
Telephone: (317) 232-8578

RECEIVED
CORPORATIONS DIV.
03 NOV 19 AM 11:29

INSTRUCTIONS: Use 8 1/2" x 11" white paper for inserts.
Present the original and one copy to address in upper right hand corner of this form.
Please TYPE or PRINT.

Indiana Code 23-1-45-3

Filing Fee: \$38.00

ARTICLES OF DISSOLUTION OF				
Conseco, Inc. Name of Corporation				
The above corporation (hereinafter referred to as the "Corporation") desiring to give notice of corporate action authorizing and effectuating the dissolution of the Corporation pursuant to the provisions of the Indiana Business Corporation Law, sets forth the following:				
ARTICLE I NAME				
Name of Corporation Conseco, Inc.			Date of Incorporation 28 August 1979	
ARTICLE II AUTHORIZATION				
The date of dissolution was authorized pursuant to Indiana Code 23-1-45-2 _____ 20 October _____, 19 2003.				
ARTICLE III VOTES FOR OR AGAINST DISSOLUTION				
VOTES CAST FOR OR AGAINST DISSOLUTION	TOTAL	SHARES ENTITLED TO VOTE AS A CLASS		
		1	2	3
SHARES ENTITLED TO VOTE	1			
SHARES VOTED IN FAVOR	1			
SHARES VOTED AGAINST	0			
The total number of votes cast for dissolution was sufficient for approval. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No				
In Witness Whereof, the undersigned being the _____ President and Chief Executive Officer _____ of the Corporation executes these Articles of Dissolution and verifies, subject to the penalties of perjury, that the statements contained herein are true, this 20 day of _____ October _____, 19 2003.				
Signature <i>William J. Shea</i>	Printed name William J. Shea			
<p>NOTE: Notice of Voluntary Dissolution must be filed with the following State agencies: The Unclaimed Property Section of the Attorney General of Indiana (IC 32-9-1-14); the Department of Revenue (IC 6-8.1-10-6); and the Indiana Department of Workforce Development (IC 22-4-32-22). Clearances from these agencies are no longer necessary.</p> <p>Indiana Department of Revenue, Compliance Division 100 N Senate Ave. Rm N203 Indianapolis IN 46204 Telephone: (317) 232-2118</p> <p>Indiana Department of Workforce Development, Employer Audit Section 10 N Senate Ave Indianapolis IN 46204 Telephone: (317) 232-7436</p> <p>Indiana Attorney General, Unclaimed Property 402 W Washington St 5th Floor Indianapolis IN 46204 Telephone: (317) 232-8348</p>				